

WYCHE, BURGESS, FREEMAN & PARHAM

C. GRANVILLE WYCHE
ALFRED F. BURGESS
C. THOMAS WYCHE
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JAMES C. PARHAM, JR.
JAMES M. SHOEMAKER, JR.
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CHARLES W. WOFFORD
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CARY H. HALL, JR.
CARL F. MULLER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

December 27, 1978

RECORDATION NO. 9957A
Filed 1425

POST OFFICE BOX 10207
44 EAST CAMPERDOWN WAY
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Interstate Commerce Commission
12th & Constitutional Avenues NW
Washington, D. C. 20423

DEC 27 1978 - 3 40 PM
INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Lee, Room 1227

Dear Mrs. Lee:

I transmit for filing the following documents:

Management Agreement dated as of December 27, 1978
between National Railway Utilization Corporation
and Charles P. Turnburke, Owner, covering seven (7) ^m
70-ton, 50'6" Boxcars bearing Road Numbers
NSL 150462 - NSL 150468 (both inclusive).

Security Agreement between The South Carolina
National Bank, as Secured Party, and Charles P. Turnburke
the Debtor.

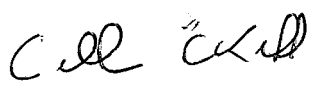
The address for National Railway Utilization Corporation is
1100 Centre Square East, 1500 Market Street, Philadelphia,
Pennsylvania 19102.

The address for The South Carolina National Bank is P. O. Box
969, Greenville, S. C. 29602.

The address for Charles P. Turnburke, (as Owner and Debtor)
is National Railway Utilization Corporation, 1100 Centre Sq. East,
Philadelphia, Pa. 19102.

Our check is enclosed to cover the filing fee in the amount
of \$100.00 for both documents. Please return the original and
one certified copy to William W. Kehl, Esquire, P. O. Box 10207,
Greenville, S. C. 29603, with the recording certification data
stamped thereon.

Very truly yours,


William W. Kehl

WWK:bjm

Enclosures

RECORDATION NO. 9957-C Filed 1425

JUL 7 1980 - 11 00 AM

AMENDMENT dated as of February 15, 1980 to the certain
SECURITY AGREEMENT dated as of December 27, 1978 between
CHARLES P. TURNBURKE (termed "Owner") and THE SOUTH
CAROLINA NATIONAL BANK (termed "Secured Party").

WHEREAS, Owner and Secured Party have determined that
certain of the 50'6" Type XM Railroad Boxcars which are subject to
this Security Agreement should be remarked in order to maximize
their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the
parties and in further consideration of \$1.00 in hand paid by each
party to the others, the parties hereto agree as follows:

The Security Agreement is amended by changing the
railroad boxcar numbers therein from the following:

NSL 150462 - NSL 150468

to the following:

MISS 150462 - MISS 150463
NSL 150464 - NSL 150465
MISS 150466
NSL 150467 - NSL 150468

IN WITNESS WHEREOF, Owner and Secured Party, each
pursuant to due authority have caused these presents to be duly
executed.

R. J. Kelly
Witness
Patricia Cassella
Witness

Charles P. Turnburke
Charles P. Turnburke, Owner

Commonwealth of Pennsylvania

ss:

County of Philadelphia

On this 19th day of May, 1980, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he and the other witness, Patricia Cassella, personally witnessed Charles P. Turnburke, as Owner, duly sign the within Amendment and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Owner.

(Notarial Seal)

Elsie Marlene Williams
Notary Public of Pennsylvania

ELSIE MARLENE WILLIAMS
Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires Oct. 18, 1982

(SEAL)

THE SOUTH CAROLINA NATIONAL BANK

BY

George E. Bediger

ITS

Assistant Vice President

ATTEST

B. R. R. R. R.

ITS

Assistant Cashier

State of South Carolina

ss:

County of Greenville

On this 17th day of May, 1980, before me personally appeared George E. Bediger, to me personally known, who, being by me duly sworn, says that he is Vice President of The South Carolina National Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was duly signed and sealed on behalf of said national banking association and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

(Notarial Seal)

Carl Fredericks Muller
Notary Public of South Carolina

My Commission Expires:

01/11/88